

**Park National Corporation  
RISK COMMITTEE CHARTER**

**Approved by the Board of Directors  
January 16, 2007**

**Amended Dates**

April 11, 2007

January 28, 2008

January 26, 2009

April 20, 2009

January 26, 2010

February 8, 2011

January 28, 2013

July 22, 2013

January 16, 2015

April 25, 2016

April 24, 2017

April 20, 2018

April 19, 2019

April 24, 2020

April 23, 2021

April 22, 2022

April 21, 2023

### Purpose of Committee

The Risk Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Park National Corporation (“Park”) to assist the Board in monitoring and overseeing management’s implementation and maintenance of Park’s enterprise-wide risk management framework consistent with Park’s strategy and risk appetite. Management is responsible for designing, implementing and maintaining an effective risk management program.

### Membership

The Committee shall consist of members of the Board and shall be comprised of at least three directors. Each member of the Committee shall be determined to be independent for purposes of serving on the Committee in accordance with the independence standards specified in Section 803A and any other applicable sections of the Company Guide of NYSE American or other corporate governance requirements of NYSE American, Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and any other standards of independence as may be prescribed under any federal securities, tax, banking or other laws or regulations relating to the Committee’s duties and responsibilities. All Committee members must be financially literate as determined in accordance with applicable corporate governance requirements of NYSE American, and at least one member must have experience in identifying, assessing, and managing risk exposures of large, complex financial firms.

The members of the Committee shall be appointed annually by the Board, on the recommendation of the Nominating and Corporate Governance Committee, and shall serve at the pleasure of the Board. A majority of the full Board may, at any time and in the Board’s discretion, replace a Committee member. The Board shall designate a Chair for the Committee, on the recommendation of the Nominating and Corporate Governance Committee, who shall serve at the discretion of the Board. The Chair of the Committee shall meet all standards required to be satisfied in order for the Chair to be authorized to serve as the chair of a risk committee under applicable banking or other laws and regulations.

### Meetings and Operations

The Committee shall meet in conjunction with the regularly scheduled Board meetings of Park, or as the members of the Committee otherwise deem necessary, but not less than on a quarterly basis. The Committee may have in attendance at the Committee’s meetings such members of management of Park or others as the Committee may deem necessary or desirable to carry out the Committee’s duties and responsibilities. The Committee shall meet in executive session as part of all regular Committee meetings, as the Committee deems necessary. The Committee may meet with Park’s Chief Risk Officer (“CRO”) and/or any other member of management that the Committee deems necessary as part of these executive sessions. In any event, the Committee shall meet at least quarterly with Park’s CRO. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The action by a majority of the Committee’s members at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act without a meeting if all members of the Committee consent to the action in writing or by means of an electronic or other transmission, capable of authentication and permitted under applicable law and Park’s governing documents, and the same is filed with the minutes of the proceedings of the Committee. The Committee may from time to time appoint another director who satisfies the requirements for membership on the Committee to act in the place of an absent Committee member on an ad hoc basis.

The Chair of the Committee shall designate a secretary who may be a non-Committee member to record the minutes of the meetings. The agendas for meetings of the Committee shall be set under the direction of the Chair of the Committee. Written minutes of the Committee's meetings shall be prepared and maintained with the minute books and records of the Board.

The Committee shall prepare and provide the Board with an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.

To ensure appropriate oversight of risk and other issues without unnecessary duplication, the Committee may meet jointly with other Board committees to discuss matters of common interest as deemed appropriate by the respective committees.

### Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- Ensure that Park has in place an appropriate enterprise-wide process, which may include development of specific policies, practices and governance structures to identify, assess, monitor, control/manage and report Park's credit, market, liquidity, operational, IT/IS (including cybersecurity, information security, and third-party risks), legal, compliance, strategic (including capital management), and reputational risk, including, in each case, emerging risks.
- Periodically review and approve the risk appetite for Park and Park's subsidiaries and the associated metrics for each type of risk, taking into account any material changes in the business model, strategy and/or risk profile of Park and Park's subsidiaries as well as market conditions.
- Review and assess the adequacy of this Charter and the Park Risk Management Policy annually and recommend any proposed changes to the full Board for approval by the full Board.
- Oversee the administration and effectiveness of the risk strategies and processes addressed in the Park Risk Management Policy and associated risk management framework.
- Review and approve Park's risk management framework, including any significant changes, and monitor management's adherence to the approved risk management framework.
- Receive and review reports from Park's CRO regarding Park's risk assessment and risk profile for Park and Park's subsidiaries, including supporting data, summaries, or analyses of the various risk categories and performance against the associated metrics, and significant changes in products, services, or operations as well as emerging risks.
- Receive and review reports from Park's CRO regarding risk management deficiencies, including regarding emerging risks, and actions implemented to address any emerging risks and risk management deficiencies.
- Receive and review reports from Park's loan review function ("Loan Review") regarding the quality of and trends in Park's commercial loan portfolio including those associated with credit risk, credit concentration and asset quality.
- Review and approve items related to Loan Review such as the annual plan, procedures manual, compensation, and budgets.
- As necessary, facilitate dispute resolution on items related to risk management and Loan Review.
- Review and assess the quality and clarity of information provided to the Committee and make recommendations to management of Park as the Committee deems appropriate for improving such information.

- Review and approve Park’s activity relative to new initiatives in accordance with Park’s Material Initiative Policy.
- Review Park’s overall compliance risk profile and ensure that Park is taking appropriate measures to address all existing regulatory requirements, and new requirements that may be enacted hereafter, including those under the Bank Holding Company Act, the Patriot Act, the Bank Secrecy Act/Anti-Money Laundering rules and regulations, and other applicable federal, state and local laws, rules and regulations.
- Review regulatory findings directed to the Board’s attention, assess the adequacy of management’s response to material regulatory findings, and monitor compliance with management’s response.
- As appropriate, consult with in-house or outside legal counsel and/or the Audit Committee of the Board with respect to legal activities of Park and Park’s subsidiaries, including material litigation, legal settlements and defense of complaints.
- Pursue ongoing education relative to current industry best practices and top risk priorities through educational materials and opportunities provided by Park’s CRO or self-identified.
- As appropriate, make verbal reports on the activities of the Committee to the Board.
- Review Park’s insurance program and adequacy of coverage.
- Maintain appropriate minutes and records of Committee meetings and make such material readily available for inspection by any director of Park.
- Appoint and oversee Park’s CRO, who shall report directly to both the Committee and the Chief Executive Officer of Park.
- Perform and document an annual independent performance evaluation and approve compensation of Park’s CRO, coordinating with the Compensation Committee of the Board, as appropriate, on compensation issues to ensure that the compensation and other incentives provided to Park’s CRO are consistent with providing an objective assessment of the risks taken by Park.
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board relating to the management of Park’s risk.

#### Committee Reports

In conducting the Committee’s responsibilities, the Committee has the authority to request any report or information from management of Park or any of Park’s subsidiaries as the Committee members deem necessary to fulfill the Committee’s responsibilities. At a minimum, the Committee will receive reports that are germane to those items stated in the Duties and Responsibilities section of this Charter.

#### Resources and Authority

The Committee is empowered to investigate any matter brought to the Committee’s attention, or initiated on the Committee’s own, with full access to all books, records, facilities, and personnel of Park and Park’s subsidiaries. The Committee may also work with other committees of the Board, or the Board directly, to investigate matters of interest to the Committee.

The Committee has the authority to engage independent legal counsel, independent auditors, and other advisors as the Committee determines necessary or desirable to provide the information the Committee needs to carry out the Committee’s duties and responsibilities, with Park to be responsible for payment of reasonable compensation to such advisors. Park will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisors that the Committee chooses to engage, and for payment of ordinary and administrative expenses of the

Committee that are necessary or appropriate in carrying out the Committee's duties and responsibilities.

In addition to the policies specifically mentioned within this Charter, the Committee has the authority to request that management of Park and/or of the subsidiaries of Park develop and implement any additional procedures, as the Committee deems appropriate. The Committee may also refer recommendations for policy changes to the Board or the Executive Committee of the Board.

#### Reporting to the Board

The Committee shall report material information generated pursuant to the Committee's activities to the Board on a quarterly basis and, where appropriate, the Committee's recommendations for action by the Board. Certain actions by the Committee may be similarly reported to the Board. The Committee will provide to the Board, when appropriate, any reports necessary to allow the Board to monitor the activities of Park.

#### General

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of Park or subsidiaries of Park, whom the Committee members reasonably believe to be reliable and competent in the matters prepared or presented;
- Legal counsel, independent auditors or other persons as to matters which the Committee members reasonably believe to be within the professional or expert competence of any such persons; or
- Another committee of the Board, as to matters within such other committee's designated authority, which other committee of the Board the Committee members reasonably believe to merit confidence.